

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

ENTERED

JAN 09 2003

U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
GREENBELT

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330

(Jointly Administered)

ORDER (A) APPROVING THE DEBTORS' DISCLOSURE STATEMENT, (B) ESTABLISHING A RECORD DATE, (C) ESTABLISHING PROCEDURES FOR CONFIRMATION OF THE PLAN, (D) APPROVING SOLICITATION PROCEDURES, AND (E) APPROVING FORMS OF BALLOTS AND VOTING PROCEDURES

Upon consideration of the Motion of Debtors for Order (A) Approving the Debtors' Disclosure Statement, (B) Establishing a Record Date, (C) Establishing Procedures for Confirmation of the Plan, (D) Approving Solicitation Procedures, and (E) Approving Forms of Ballots and Voting Procedures (the "Motion")¹; and due and proper notice of the Motion having been given, and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY FOUND AND DETERMINED THAT:

- A. This Court has jurisdiction to hear and determine the Motion pursuant to 28 U.S.C. §§ 157 and 1334.
- B. Determination of the Motion is a core proceeding under 28 U.S.C. §§ 157(b)(2).
- C. Proper, timely, adequate and sufficient notice of the hearing to approve the Disclosure Statement and the deadline to file objections to the Disclosure Statement has been provided in accordance with section 102(1) of the Bankruptcy Code and Bankruptcy Rules 2002 and 3017, and no other or further notice of the

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

hearing to approve the Disclosure Statement and the deadline to file objections to the Disclosure Statement is needed.

- D. A reasonable opportunity to object or be heard regarding the relief requested in the Motion has been afforded to all interested persons and entities.
- E. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.
- F. The Ballots are sufficiently consistent with Official Form No. 14 and adequately address the particular needs of these chapter 11 cases and are appropriate for each class of Claims entitled under the Plan to vote to accept or reject the Plan.
- G. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable period of time for creditors to make an informed decision to accept or reject the Plan.
- H. The procedures for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.
- I. The procedures regarding service of the Confirmation Hearing Notice, the Solicitations Procedures Order, the Disclosure Statement Notice, the Plan and the Disclosure Statement, and the contents of the Solicitation Package, comply with Bankruptcy Rules 2002 and 3017, and service of such items as described in the Motion will constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED

THAT:

1. The Motion is granted.

2. All objections to the relief requested in the Motion that have not been withdrawn, waived or settled, and all reservations of rights included therein, are overruled on the merits.

3. The Disclosure Statement is approved.

4. January 6, 2003, at 5:00 p.m. Eastern Time shall be the Record Date for purposes of determining which creditors are entitled to vote on the Plan.

5. On the Record Date, the registers with respect to public note claims (the "Public Note Registers") shall be deemed closed for purposes of determining whether a holder of a claim is a record holder entitled to vote on the Plan. The Debtors, the Voting Agent, the Indenture Trustee, the Master Ballot agents and their respective agents, successors, and assigns shall have no obligations to recognize for purposes of voting on the Plan any claim transferred after the Record Date. Instead, they shall be entitled to recognize and deal with for voting purposes only those record holders set forth in the Public Note Registers as of the Record Date.

6. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") shall commence at 10:00 a.m., Eastern Time, on **March 3, 2003**, before the Honorable Duncan W. Keir, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Maryland, Greenbelt Division, Federal Courthouse, 6500 Cherrywood Lane, Courtroom 3C, Greenbelt, Maryland 20770. The Confirmation Hearing may be adjourned from time to time without further notice, except by announcement of the adjourned date or dates at the Confirmation Hearing.

7. All objections to the Plan shall be filed with the Court and served, in a manner to be received on or before 4:30 p.m., Eastern Time, on **February 18, 2003** (the "Objection Deadline"), on the following parties (the "Service Parties"):

<i>Counsel to the Debtors</i>	<i>Co-Counsel to the Debtors</i>
Hale and Dorr LLP 60 State Street Boston, MA 02109 Fax: (617) 526-5000 Attn: Mark N. Polebaum, Esq.	Arent Fox Kintner Plotkin & Kahn PLLC 1050 Connecticut Avenue, NW Washington, DC 20036-5339 Fax: (202) 857-6395 Attn: Mary Joanne Dowd, Esq
<i>Counsel to the Creditors Committee</i>	<i>United States Trustee</i>
Jones, Day, Reavis & Pogue 222 East 41 st Street New York, NY 10017 Fax: (212) 755-7306 Attn: Richard Engman, Esq.	Office of the United States Trustee 6305 Ivy Lane, Suite 600 Greenbelt, MD 20770 Fax: (301) 344-8431 Attn: Marc Shach, Esq.;
<i>Counsel to Sealy Corporation</i>	<i>Counsel to Post-Petition Lender</i>
Womble Carlyle Sandridge & Rice PLLC One West Fourth Street Winston-Salem, NC 27101 Fax: (336) 721-3660 Attn: William B. Sullivan, Esq.	Ropes & Gray One International Place Boston, MA 02110 Fax: (617) 951-7050 Attn: William F. McCarthy, Esq.
<i>Counsel to Pre-Petition Bank Group</i>	
Simpson Thacher & Bartlett 423 Lexington Avenue New York, NY 10017-3954 Fax: (212) 455-2502 Attn: Kathrine McLendon, Esq	

8. The Court shall consider only timely filed and served written objections. All objections shall state with particularity the grounds for such objection. Objections not timely filed and served in accordance with the provisions of this Order shall be overruled.

9. Responses, if any, to objections to the Plan shall be filed no later than 4:30 p.m., Eastern Time, on **February 25, 2003**.

10. All objections to Debtors' proposed cure payments for contracts to be assumed as of the Effective Date shall be filed with the Court and served, in a manner to be received on or before 4:30 p.m., Eastern Time, on **February 18, 2003**, on the Service Parties.

11. The Disclosure Statement Hearing Notice, substantially in the form attached hereto as Exhibit A; the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit B; and the Contract-Counter-Party Notice, substantially in the form attached hereto as Exhibit C, are each hereby approved.

12. The Confirmation Notice contains adequate information, pursuant to Bankruptcy Rule 2002(c)(3), concerning the injunction proposed in the Plan.

13. The Solicitation Package shall include (a) the Disclosure Statement; (b) the Plan (as an attachment to the Disclosure Statement); (c) the appropriate Ballot(s) and voting instructions; (d) the Confirmation Hearing Notice; (e) a copy of this Order without the attached exhibits (the "Solicitation Procedures Order"); (f) the solicitation letters of the Debtors and the Official Committee of Unsecured Creditors in substantially the forms submitted to the Bankruptcy Court as Hearing Exhibit LTR and Hearing Exhibit CC1 respectively at the January 6, 2003 hearing on approval of the Disclosure Statement (the "Solicitation Letters"); and (g) a pre-addressed return envelope.

14. Except as provided below, the Debtors will cause a Solicitation Package to be sent by first-class U.S. mail to the following: (i) all persons or entities that have timely filed proofs of claim or interest or Transfer/Assignment Notice forms on or before the Record Date, except to the extent a Claim was expunged or disallowed by prior order of the Bankruptcy Court; (ii) all persons or entities listed in the Schedules as of the

Record Date; (iii) other known holders of liquidated, noncontingent and undisputed Claims against the Debtors, if any, as of the Record Date; (iv) any parties in interest that have filed a notice in accordance with Bankruptcy Rule 2002 in the Debtors' Chapter 11 cases on or before the Record Date (the "2002 Notice Parties"); (v) counsel to the Creditors' Committee; (vi) the United States Trustee; (vii) the Securities and Exchange Commission; (viii) the Contract Counter-Parties; (ix) the District Director of Internal Revenue for the District of Maryland; and (x) the United States Attorney for the District of Maryland.

15. With regard to the holders of Unsecured Claims arising out of MD Notes, as such terms are used in the Plan, held by a Nominee for a Beneficial Holder, Debtors and the Voting Agent are authorized to provide a sufficient number of copies of the Solicitation Package to the Nominee for distribution by such Nominee to each of their respective Beneficial Holders or intermediate Nominees. Debtors or the Voting Agent shall instruct the Nominee to send copies of the Solicitation Package to their respective Beneficial Holders or intermediate Nominees and to prevalidate ballots or collect and complete ballots from such Beneficial Holders and/ or intermediate Nominees on Debtors' behalf, all as more fully set forth in the Disclosure Statement and in the instructions on the Ballots.

16. With regard to unsecured Creditors of the Debtors with respect to which the Debtors' books and records show, as of the Record Date, a Claim of \$10,000 or less, the Debtors shall be authorized to send a Solicitation Package containing a ballot for Convenience Claims, substantially in the form of Exhibit H attached to the Motion.

17. Debtors shall cause the Contract Counter-Parties Notice to be sent with the Solicitation Packages to the Contract Counter-Parties.

18. The Debtors are authorized to send creditors who have more than one Claim only one Solicitation Package and one Ballot for each Claim.

19. The Debtors are excused from remailing Solicitation Packages, the Confirmation Hearing Notice or any other notice approved herein, as the case may be, to those entities whose addresses differ from the addresses in the database of the Voting Agent as of the Record Date.

20. The Ballots, in substantially the forms attached hereto as (i) Exhibit D for Lender Secured Claims; (ii) Exhibit E for Tranche B Secured Claims; (iii) Exhibit F for Unsecured Claims arising under MD Notes; (iv) Exhibit G for Unsecured Claims (exclusive of Claims arising under MD Notes); and (v) Exhibit H for Convenience Claims (collectively, the "Class Ballots"), as well as the Solicitation Letters, are hereby approved.

21. The Master Ballots, substantially in the forms attached hereto as Exhibit I (collectively, the "Master Ballots"), are hereby approved. The Master Ballots and Class Ballots are referred to herein, collectively, as the "Ballots."

22. The voting instructions on each of the Ballots are hereby approved.

23. The Debtors shall complete mailing of the Solicitation Package no later than **January 16, 2003**.

24. All Ballots must be properly executed, completed and delivered to the Voting Agent (a) by first class mail, in the return envelope provided with each Ballot, (b) by overnight courier, (c) by personal delivery, or (d) by facsimile only for Master

Ballots so that they are received by the Voting Agent no later than 5:00 p.m., Eastern Time, on **February 18, 2003** (the "Voting Deadline").

25. Debtors shall file objections to claims for voting purposes on or before the Voting Deadline.

26. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of or distribution on account of, a Claim, and without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be temporarily Allowed in an amount equal to: (i) the amount of such Claim as set forth in a timely filed proof of claim; (ii) the amount temporarily allowed by Court order for voting purposes pursuant to Bankruptcy Rule 3018(a), after notice and a hearing prior to the Voting Deadline; (iii) if no proof of claim was filed, the amount of such Claim in the Schedules (except if such Claim was reduced or expunged by prior Court order); (iv) the amount certified by a Nominee in a Master Ballot or prevalidated Class 5 Ballot, or (v) in the absence of any of the foregoing, zero. The foregoing general procedure will be subject to the following exceptions:

(a) If the Plan specifies the amount that a Claim is Allowed, then such Claim is Allowed for voting purposes in the Allowed amount specified in the Plan;

(b) If a timely-filed proof of claim is marked on the proof of claim as contingent, unliquidated or disputed or is designated as such by Court order, such claim will be temporarily Allowed for voting purposes only, and not for purposes of allowance, at \$1.00;

(c) If a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (i) filed before the bar date for filing such proof of claim or (ii) deemed timely filed by a Final Order of the Bankruptcy Court before the Voting Deadline, such Claim will be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

(d) If the Debtors serve and file an objection to a Claim no later than the Voting Deadline, such Claim will be temporarily disallowed for voting purposes only and not for the purposes of the allowance or distribution, except to the extent

before the Voting Deadline the Bankruptcy Court temporarily allows the Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a) and Local Bankruptcy Rule 3018-1. The Debtors reserve the right to object to all Claims for allowance or distribution purposes until such date set by the Court stating when objections are due; and

(e) Any Bankruptcy Rule 3018(a) motion seeking temporary allowance for voting purposes and all evidence in support thereof must be filed no later than 4:30 p.m., Eastern Time fifteen days prior to the Voting Deadline.

27. The following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected:

- (a) Any Ballot received after the Voting Deadline unless the Debtors extend the Voting Deadline with respect to such Ballot;
- (b) Any Ballot that is illegible or contains insufficient information to permit the identification of the Creditor;
- (c) Any Ballot that does not indicate acceptance or rejection of the Plan;
- (d) Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
- (e) Any Ballot cast for a Claim scheduled as unliquidated, contingent or disputed for which no proof of claim has been filed and which has not been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a);
- (f) Any unsigned Ballot; and
- (g) Any Ballot other than a Master Ballot delivered to the Voting Agent by facsimile, e-mail or any other electronic means. Master Ballots may be delivered to the Voting Agent by facsimile in accordance with the instructions on the Master Ballot.

28. The Debtors shall use the following voting procedures and standard assumptions in tabulating ballots:

- (a) The method of delivery of Ballots to be sent to the Voting Agent is at the election and risk of each creditor, but such delivery will be deemed made only when the original executed ballot is actually received by the Voting Agent.
- (b) If multiple Ballots are received from an individual creditor with respect to the same claims or equity interests prior to the Voting Deadline, the last ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior ballot.

- (c) Creditors must vote all of their Claims either to accept or reject the Plan and may not split their vote, and thus, Ballots of Creditors that partially accept and partially reject the Plan will not be counted.
- (d) The Debtors, in their sole discretion, subject to contrary order of the Court, may waive any defect in any Ballot at any time, either before or after the close of voting, and without notice. Except as provided below, unless the ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors may, in their sole discretion, reject such ballot as invalid and, therefore, decline to utilize it in connection with confirmation of the Plan.
- (e) In the event a designation is requested under section 1126(e) of the Bankruptcy Code, any vote to accept or reject the Plan cast with respect to such claim will not be counted for purposes of determining whether the Plan has been accepted or rejected, unless the Court orders otherwise.
- (f) Unless otherwise ordered by the Court, all questions as to the validity, form, eligibility (including time of receipt) and revocation or withdrawal of ballots will be determined by the Debtors in their sole discretion, which determination shall be final and binding.
- (g) Subject to any contrary order of the Court, the Debtors reserve the absolute right to reject any and all Ballots not proper in form, the acceptance of which would, in the opinion of the Debtors or their counsel, not be in accordance with the provisions of the Bankruptcy Code.
- (h) Subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot unless otherwise directed by the Court.
- (i) Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors (or the Court) determine, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- (j) Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liabilities for failure to provide such notification. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.
- (k) The Debtors or their agent will retain copies of, or a comparable record of, the ballots and maintain any other information that is of a type customarily generated by debtors or their agents in complying with comparable voting procedures in order to enable the Bankruptcy Court, upon request of a party in interest, to review the Debtors' discretion exercised pursuant to this Paragraph 29.

(1) Any Ballot that fails to designate whether the creditor voted as a creditor of MD, TJB or both shall be deemed to have voted as a creditor of MD only.

29. This Order will become effective immediately upon its entry.

30. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: January 9, 2003



Honorable Duncan W. Keir
United States Bankruptcy Judge

cc: Mattress Discounters Corporation
T.J.B., Inc.
Hale and Dorr LLP
Arent Fox Kintner Plotkin & Kahn, PLLC
U.S. Trustee

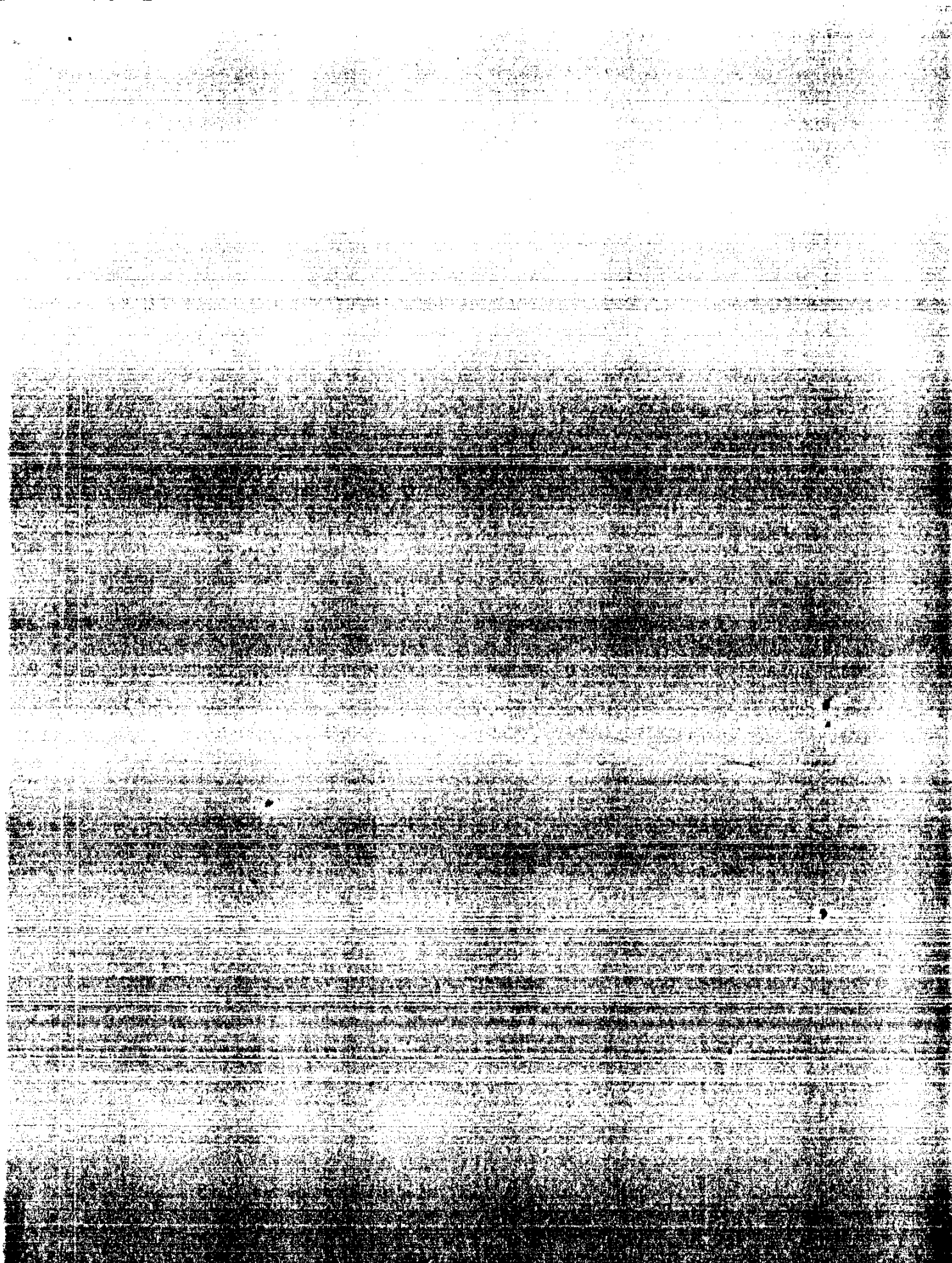


Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

**NOTICE OF HEARING ON MOTION OF DEBTORS FOR ORDER (A) APPROVING
THE DEBTORS' DISCLOSURE STATEMENT, (B) ESTABLISHING A RECORD
DATE, (C) ESTABLISHING PROCEDURES FOR CONFIRMATION OF THE PLAN,
(D) APPROVING SOLICITATION PROCEDURES, AND (E) APPROVING FORMS OF
BALLOTS AND VOTING PROCEDURES**

PLEASE TAKE NOTICE that a **hearing** (the "Disclosure Statement Hearing") to consider the *Motion of Debtors for Order (A) Approving the Debtors' Disclosure Statement, (B) Establishing a Record Date, (C) Establishing Procedures for Confirmation of the Plan, (D) Approving Solicitation Procedures, and (E) Approving Forms of Ballots and Voting Procedures* (the "Motion") will be held at _____, **Eastern Time, on _____**, before the Honorable Duncan W. Keir in the United States Bankruptcy Court for the District of Maryland, Greenbelt Division, Federal Courthouse, 6500 Cherrywood Lane, Courtroom 3C, Greenbelt, MD 20770. The *Disclosure Statement Hearing* may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Copies of the Disclosure Statement and Plan are available upon written request to Bankruptcy Services LLC, Heron Tower, 70 E. 55th Street, 6th Floor, New York, NY 10022, Attention: Angharad Bowdler; Facsimile (212) 376-8989.

Objections to the relief requested in the Motion, if any, must: (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed modification, and (d) be filed, together with proof of service, with the Court and served so as to be received by the Court and (i) Hale and Dorr LLP, 60 State Street, Boston, MA 02109, Fax No. (617) 526-5000, Attn: Mark N. Polebaum, Esq.; (ii) Arent Fox Kintner Plotkin & Kahn PLLC, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339, Fax No. (202) 857-6395, Attn: Mary Joanne Dowd, Esq.; (iii) Office of the United States Trustee, 6305 Ivy Lane, Suite 600, Greenbelt, MD 20770, Fax No. (301) 344-8431, Attn: Marc Shach, Esq.; (iv) Jones, Day, Reavis & Pogue, 222 East 41st Street, New York, NY 10017, Fax No. (212) 755-7306, Attn: Richard Engman, Esq.; (v) Womble Carlyle Sandridge & Rice PLLC, One West Fourth Street, Winston-Salem, NC 27101, Fax No. (336) 721-3660, Attn: William B. Sullivan, Esq.; (vi) Ropes & Gray, One International Place, Boston, MA 02110, Fax No. (617) 951-7050, Attn: William F. McCarthy, Esq.; and (vii) Simpson Thacher & Bartlett, 423 Lexington Avenue, New York, NY 10017-3954, Fax No. (212) 455-2502, Attn: Katherine McLendon, Esq. (collectively, the "Service Parties") no later than

4:30 p.m. Eastern Time on _____. Objections not timely filed and served in the manner set forth herein shall not be considered and shall be overruled.

ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

Mary Joanne Dowd (MD Fed. Bar No. 05011)
Christopher J. Giaimo, Jr. (MD Fed. Bar No. 25426)
1050 Connecticut Avenue, NW
Washington, DC 20036-5339
Tel: (202) 857-6000
Fax: (202) 857-6395

-and-

HALE AND DORR LLP
Mark N. Polebaum (BBO #402060)
Paul P. Daley (BBO #112560)
Ian J. Platt (BBO #567721)
Steven C. Bennett (BBO #651120)
60 State Street
Boston, MA 02109
Tel: (617) 526-6000
Fax: (617) 526-5000

Counsel for Debtors and Debtors in Possession

Dated: _____, __, 2002

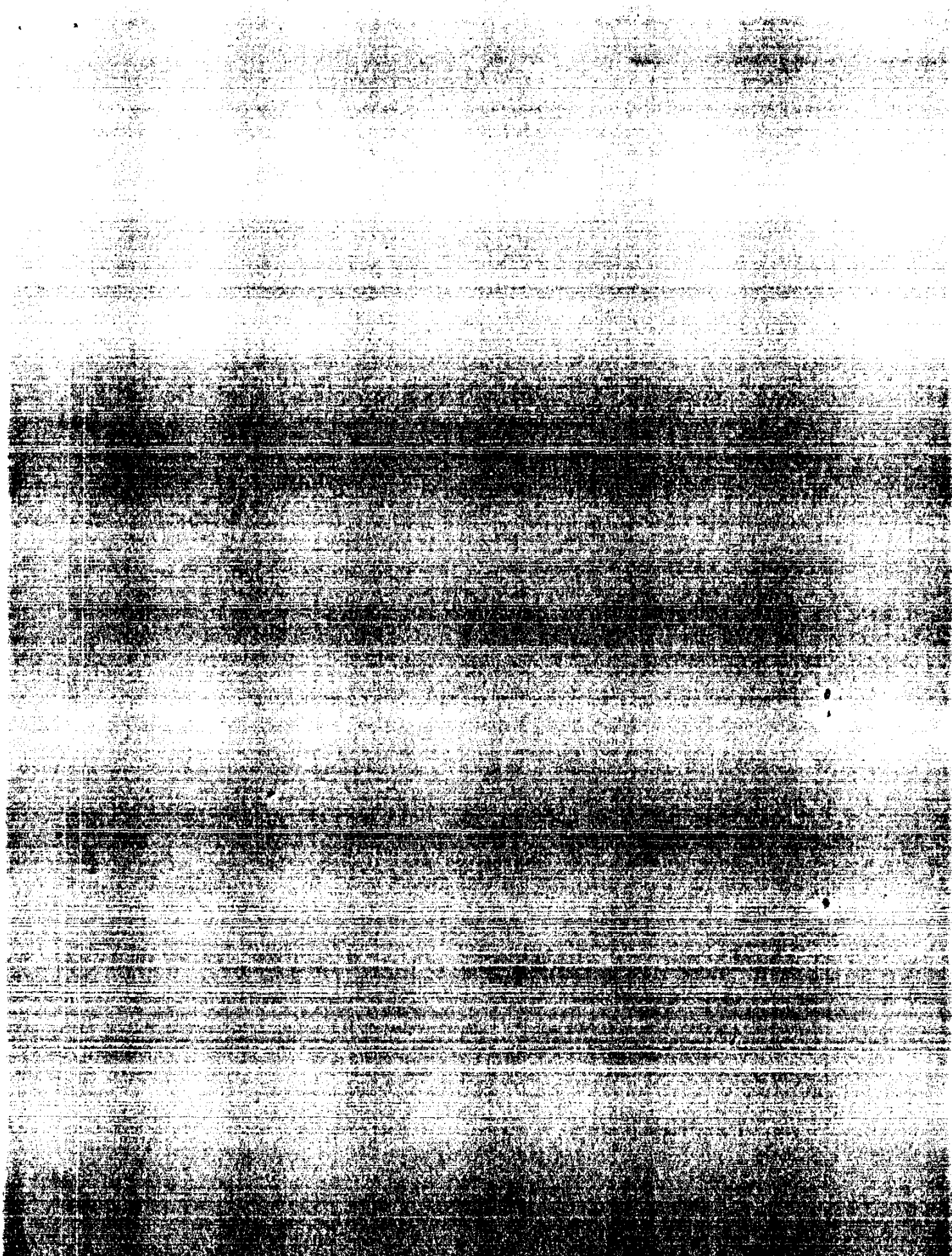


Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330

(Jointly Administered)

CONFIRMATION HEARING NOTICE

PLEASE TAKE NOTICE THAT:

1. On January __, 2003, the United States Bankruptcy Court for the District of Maryland (Greenbelt Division) (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") approving (i) the Disclosure Statement to Debtors' Joint Plan of Reorganization (the "Disclosure Statement") for use by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), in soliciting acceptances or rejections of the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Plan") from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan and (ii) the Debtors' solicitation procedures. A copy of the Solicitation Procedures Order is enclosed.
2. A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will commence at **10:00 a.m.**, Eastern Time, on **March 3, 2003** before the Honorable Duncan W. Keir in the United States Bankruptcy Court, Greenbelt Division, Federal Courthouse, 6500 Cherrywood Lane, Courtroom C, Greenbelt, Maryland 20770. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the continued date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.
3. If you hold a claim against one of the Debtors as of January 6, 2003, at 5:00 p.m. (the "Record Date") and are entitled to vote to accept or reject the Plan, you have received with this Notice a form of Ballot and voting instructions appropriate for your claim or interest. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to the address indicated on the Ballot so as to be received by Bankruptcy Services LLC (the "Voting Agent") no later than 5:00 p.m., Eastern Time, on **February 18, 2003** (the "Voting Deadline") unless you are a beneficial holder of a debt security of the Debtors and have been instructed to return your Ballot to your nominee, in which case you must return the completed Ballot to your nominee sufficiently before the Voting Deadline to permit the nominee to complete and return the Master Ballot that includes your Ballot to the Voting Agent prior to the Voting Deadline. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Holders of claims that are the subject of an objection filed on or before the Voting Deadline or whose claims are listed as contingent, unliquidated or disputed and have not timely filed a proof of claim are not entitled to vote on the Plan, unless such claims are temporarily allowed pursuant to Bankruptcy Rule 3018(a).

5. If you otherwise disagree with the Debtors' classification of your claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion") temporarily allowing such claim for purposes of voting to accept or reject the Plan. Such Rule 3018(a) Motion, with evidence in support thereof, must be filed by 4:30 p.m., Eastern Time, on **February 3, 2003**. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered.

6. If you have not received a form of ballot and have filed a proof of claim on or before the Record Date or a Rule 3018(a) Motion and desire to vote on the Plan, you must request a form of ballot and voting instructions appropriate for your claim or interest from Bankruptcy Services LLC at the address set forth below and submit your ballot as set forth above by the Voting Deadline.

7. **The Plan proposes an injunction.** The Plan provides for an injunction (i) providing that all Released Claims (as defined in the Plan) shall be channeled to and fully and completely satisfied as a result of the contributions made by the Funding Party (as defined in the Plan) as further described in the Plan, and (ii) enjoining the holders of Released Claims from taking certain actions against a Released Person (as defined in the Plan), including without limitation the following which are further described in the Plan: conducting any suit, action or other proceeding against a Released Person, recovering by any manner any judgment, award, decree or order against a Released Person, in any manner enforcing a lien against a Released Person or its assets, asserting any right of set-off, subrogation or recoupment against any obligation due a Released Person, and proceeding in a manner that does not comport with the provisions of the Plan. The following entities would be subject to the injunction contained in the Plan: each of the Debtors on their own behalf and on behalf of their respective estates and each of the Debtors' current and former creditors and interest holders (including, without limitation, any current or former holder of any MD Notes).

8. Objections, if any, to the confirmation of the Plan must: (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed modification, and (d) be filed, together with proof of service, with the Court and served so that they are received by the Court and (i) Hale and Dorr LLP, 60 State Street, Boston, MA 02109, Fax No. (617) 526-5000, Attn: Mark N. Polebaum, Esq.; (ii) Arent Fox Kintner Plotkin & Kahn PLLC, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339, Fax No. (202) 857-6395, Attn: Mary Joanne Dowd, Esq.; (iii) Office of the United States Trustee, 6305 Ivy Lane, Suite 600, Greenbelt, MD 20770, Fax No. (301) 344-8431, Attn: Marc Shach, Esq.; (iv) Jones, Day, Reavis & Pogue, 222 East 41st Street, New York, NY 10017, Fax No. (212) 755-7306, Attn: Richard Engman, Esq.; (v) Womble Carlyle Sandridge & Rice PLLC, One West Fourth Street, Winston-Salem, NC 27101, Fax No. (336) 721-3660, Attn: William B. Sullivan, Esq.; (vi) Ropes & Gray, One International Place, Boston, MA 02110, Fax No. (617) 951-7050, Attn: William F. McCarthy, Esq.; and (vii) Simpson Thacher & Bartlett, 423 Lexington Avenue, New York, NY 10017-3954, Fax No. (212) 455-2502, Attn: Kathrine McLendon, Esq. (the "Service Parties") no later than 4:30 p.m.

Eastern Time, on **February 18, 2003** (the "Objection Deadline"). Objections not timely filed and served in the manner set forth in the Solicitation Procedures Order shall not be considered and shall be overruled.

9. On or before **January 16, 2003**, Debtors will file and serve on all parties to executory contracts and unexpired leases to be assumed as of the effective date of the Plan, a schedule setting forth the amount of cure and compensation payments to be provided in accordance with Section 365(b)(1) of the Bankruptcy Code. Objections, if any, to the assumption of the executory contracts and unexpired leases and to the amount of cure and compensation payments set forth on such schedule must (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed modification, and (d) be filed, together with proof of service, with the Court and served so that they are received by the Court and the Service Parties no later than the Objection Deadline. Objections not timely filed and served in the manner set forth in the Solicitation Procedures Order shall not be considered and shall be overruled.

10. Any party in interest wishing to obtain information about the solicitation procedures may request such information by writing to the Voting Agent, Bankruptcy Services LLC, Heron Tower, 70 E. 55th Street, 6th Floor, New York, NY 10022, Attention: Angharad Bowdler; Facsimile (212) 376-8989; or by telephoning the Voting Agent at (212) 376-8900. Copies of the Disclosure Statement, the Plan, or the Solicitation Procedures Order are available upon written request to the Voting Agent.

11. All documents that are filed with the Bankruptcy Court may be reviewed during regular business hours (8:00 a.m. to 4:00 p.m. weekdays, except legal holidays) at the United States Bankruptcy Court for the District of Maryland, Greenbelt Division, Federal Courthouse, 6500 Cherrywood Lane, Suite 300, Greenbelt, Maryland 20770. Alternatively, the docket can be accessed over the Internet at <http://www.mdb.uscourts.gov>.

ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

Mary Joanne Dowd (MD Fed. Bar No. 05011)
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Tel: (202) 857-6000
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-and-

HALE AND DORR LLP
Mark N. Polebaum (BBO #402060)
Paul P. Daley (BBO #112560)
Ian J. Platt (BBO #567721)
Steven C. Bennett (BBO #651120)
60 State Street
Boston, MA 02109
Tel: (617) 526-6000
Fax: (617) 526-5000

Counsel for Debtors and Debtors in Possession

Dated: _____, ___, 2003

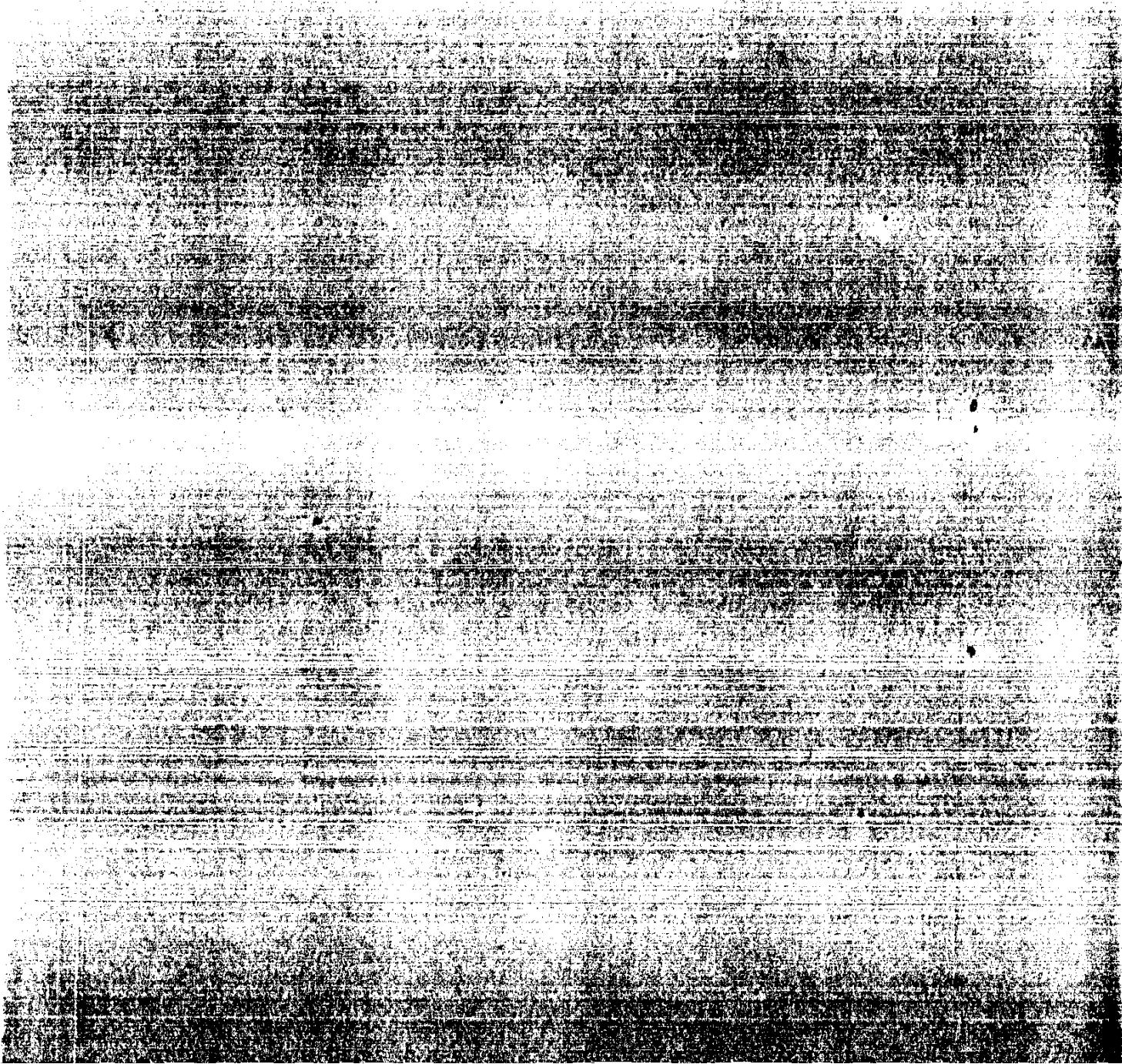


Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

CONTRACT COUNTER-PARTY NOTICE

PLEASE TAKE NOTICE THAT:

1. You are being sent the enclosed Solicitation Package because you are an entity listed on Schedule G filed by Mattress Discounters Corporation and T.J.B., Inc., debtors in the above-referenced bankruptcy cases (collectively, the "Debtors") as a contract counter-party.

2. The enclosed Solicitation Package includes a schedule setting forth the amount of cure and compensation payments to be provided in accordance with Section 365(b)(1) of the Bankruptcy Code. Objections, if any, to assumption of the executory contract or unexpired lease and to the amount of cure and compensation payments must (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection, and (d) be filed, together with proof of service, with the Court and served so that they are received by the Court and (i) Hale and Dorr LLP, 60 State Street, Boston, MA 02109, Fax No. (617) 526-5000, Attn: Mark N. Polebaum, Esq.; (ii) Arent Fox Kintner Plotkin & Kahn PLLC, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339, Fax No. (202) 857-6395, Attn: Mary Joanne Dowd, Esq.; (iii) Office of the United States Trustee, 6305 Ivy Lane, Suite 600, Greenbelt, MD 20770, Fax No. (301) 344-8431, Attn: Marc Shach, Esq.; (iv) Jones, Day, Reavis & Pogue, 222 East 41st Street, New York, NY 10017, Fax No. (212) 755-7306, Attn: Richard Engman, Esq.; (v) Womble Carlyle Sandridge & Rice PLLC, One West Fourth Street, Winston-Salem, NC 27101, Fax No. (336) 721-3660, Attn: William B. Sullivan, Esq.; (vi) Ropes & Gray, One International Place, Boston, MA 02110, Fax No. (617) 951-7050, Attn: William F. McCarthy, Esq.; and (vii) Simpson Thacher & Bartlett, 423 Lexington Avenue, New York, NY 10017-3954, Fax No. (212) 455-2502, Attn: Kathrine McLendon, Esq. no later than 4:30 p.m., Eastern Time, on **February 18, 2003**. Objections not timely filed and served in the manner set forth in the Solicitation Procedures Order shall not be considered and shall be overruled.

ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

Mary Joanne Dowd (MD Fed. Bar No. 05011)
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Washington, DC 20036-5339
Tel: (202) 857-6000
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-and-

HALE AND DORR LLP
Mark N. Polebaum (BBO #402060)
Paul P. Daley (BBO #112560)
Ian J. Platt (BBO #567721)
Steven C. Bennett (BBO #651120)
60 State Street
Boston, MA 02109
Tel: (617) 526-6000
Fax: (617) 526-5000

Counsel for Debtors and Debtors in Possession

Dated: _____, __, 2003

Exhibit D

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING JOINT
PLAN OF REORGANIZATION OF MATTRESS DISCOUNTERS CORPORATION AND T.J.B., INC.
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
BALLOT FOR VOTING BANK CLAIMS
(CLASS 2: LENDER SECURED CLAIMS)**

Please use this Ballot to cast your vote to accept or reject the joint plan of reorganization (the "Plan") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") which is proposed by Mattress Discounters Corporation ("MD") and T.J.B., Inc. ("TJB"). The Plan is Exhibit A to the Disclosure Statement, dated January 8, 2003 (the "Disclosure Statement"), which accompanies this Ballot.

In order to vote to accept or reject the Plan, please complete, sign and date this Ballot and promptly return it in the enclosed postage pre-paid, pre-addressed envelope to Bankruptcy Services LLC, 70 East 55th Street, New York, NY 10022, attention: Angharad Bowdler (the "Balloting Agent") so that it is received by 5:00 p.m. Eastern Time on February 18, 2003 or such later date to which such date may be extended (the "Voting Deadline").

You may not split your vote on the Plan. You must vote all Lender Secured Claims of which you are a holder either to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Lender Secured Claim has been placed in Class 2 of the Debtors' Plan. If you hold claims in others classes, you will receive a ballot for each other class in which you are entitled to vote.

ITEM 1. AGGREGATE PRINCIPAL AMOUNT OF LENDER SECURED CLAIMS. The undersigned certifies that as of January 6, 2003 (the "Record Date"), it was the holder of the Lender Secured Claims arising under Tranche A of the Prepetition Credit Documents in the principal amount set forth below.

Principal Amount of Lender Secured Claims
\$

ITEM 2. CLASS 2 (Lender Secured Claims) VOTE.

(a) The holder of the aggregate amount of Lender Secured Claims set forth in Item 1 votes with respect to the proposed treatment of its Lender Secured Claims against MD as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

(b) The holder of the aggregate amount of Lender Secured Claims set forth in Item 1 votes with respect to the proposed treatment of its Lender Secured Claims against TJB as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

ITEM 3. Certification. By signing this Ballot, the holder of the Lender Secured Claims identified in Item 1 certifies that it:

(a) is the beneficial holder of the Lender Secured Claims to which this Ballot pertains,

(b) has been provided with a copy of the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Disclosure Statement, and

(c) has not submitted any other Ballots relating to the Lender Secured Claims that are inconsistent with the votes as set forth in this Ballot or that, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name: _____
(Print or Type)

Social Security or
Federal Tax I.D. No.: _____
(Optional)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or an assertion of a claim.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE BALLOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003 OR YOUR VOTE WILL NOT BE

COUNTED. FACSIMILE TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT, AT 212-376-8900, ATTENTION: ANGHARAD BOWDLER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan.
2. Please read and follow these instructions carefully. Your Ballot must be received by Bankruptcy Services, LLC, 70 EAST 55th Street, New York, NY 10022, Attention: Angharad Bowdler (the "Balloting Agent"), no later than 5:00 p.m., Eastern Time, on _____ (the "Voting Deadline"), or your vote will not be counted.
3. **Voting Procedures.** In order for your vote to count, you must:
 - (a) Complete Item 1;
 - (b) Vote to ~~accept~~ or reject the Plan by checking the proper boxes in Item 2;
 - (c) Review the certifications in Item 3;
 - (d) Sign the Ballot; and
 - (e) Return the completed Ballot to the Balloting Agent in the postage prepaid, pre-addressed stamped envelope enclosed with this Ballot.
4. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.
5. If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, creditors should *not* surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Balloting Agent will accept delivery of such certificates or instruments surrendered together with a Ballot.
7. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a claim.
8. Sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. If you hold claims in more than one class under the Plan, you may receive more than one Ballot color coded for each different Class. Each Ballot votes only your claims indicated on that Ballot. Please complete and return each Ballot you receive.
10. If you receive a return envelope addressed directly to the Balloting Agent, please mail your Ballot so that it will be received by the Balloting Agent by the Voting Deadline.

**PLEASE MAIL YOUR BALLOT PROMPTLY.
FACSIMILE TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE
VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF
THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE
BALLOTING AGENT AT 212-376-8900.**

THE ADDRESS
(FOR OVERNIGHT MAIL AND HAND DELIVERY ONLY)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
70 EAST 55TH Street
New York, NY 10022

THE ADDRESS
(FOR FIRST CLASS MAIL)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
P. O. Box 5014
FDR Station
New York, NY 10150-5014

Exhibit E

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)**

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING JOINT
PLAN OF REORGANIZATION OF
MATTRESS DISCOUNTERS CORPORATION AND T.J.B., INC.
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
BALLOT FOR VOTING TRANCHE B SECURED CLAIMS
(CLASS 3: TRANCHE B SECURED CLAIMS)**

Please use this Ballot to cast your vote to accept or reject the joint plan of reorganization (the "Plan") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") which is proposed by Mattress Discounters Corporation ("MD") and T.J.B., Inc. ("TJB") (the "Debtors"). The Plan is Exhibit A to the Disclosure Statement, dated January 8, 2003 (the "Disclosure Statement"), which accompanies this Ballot.

In order to vote to accept or reject the Plan, please complete, sign and date this Ballot and promptly return it in the enclosed postage pre-paid, pre-addressed envelope to Bankruptcy Services LLC, 70 East 55th Street, New York, NY 10022, attention: Angharad Bowdler (the "Balloting Agent") so that it is received by 5:00 p.m. Eastern Time on February 18, 2003 or such later date to which such date may be extended (the "Voting Deadline").

You may not split your vote on the Plan. You must vote all Tranche B Secured Claims of which you are a holder either to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Tranche B Secured Claim has been placed in Class 3 of the Debtors' Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

ITEM 1. AGGREGATE PRINCIPAL AMOUNT OF TRANCHE B SECURED CLAIMS. The undersigned certifies that as of January 6, 2003 (the "Record Date"), it was the holder of Tranche B Secured Claims in the amount set forth below:

Principal Amount of Tranche B Secured Claims
\$

ITEM 2. CLASS 3 (TRANCHE B SECURED CLAIMS) VOTE

(a) The holder of the aggregate amount of Tranche B Secured Claims set forth in Item 1 votes with respect to the proposed treatment of its Tranche B Secured Claims against MD as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

(b) The holder of the aggregate amount of Tranche B Secured Claims set forth in Item 1 votes with respect to the proposed treatment of its Tranche B Secured Claims against TJB as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

ITEM 3. **Certification.** By signing this Ballot, the holder of the Tranche B Secured Claims identified in Item 1 certifies that it:

(a) is the holder of the Tranche B Secured Claims to which this Ballot pertains,

(b) has been provided with a copy of the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Disclosure Statement, and

(c) has not submitted any other Ballots relating to the Tranche B Secured Claims that are inconsistent with the votes as set forth in this Ballot or that, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name: _____
(Print or Type)

Social Security or
Federal Tax I.D. No.: _____
(Optional)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or an assertion of a claim.

**YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE
BALLOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003, OR YOUR VOTE WILL NOT BE
COUNTED. FACSIMILE TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT, AT 212-376-8900, ATTENTION: ANGHARAD BOWDLER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan.
2. Please read and follow these instructions carefully. Your Ballot must be received by Bankruptcy Services, LLC, 70 East 55th Street, New York, NY 10022; Attention: Angharad Bowdler (the "Balloting Agent"), no later than 5:00 p.m., Eastern Time, on February 18, 2003 (the "Voting Deadline"), or your vote will not be counted.
3. **Voting Procedures.** In order for your vote to count, you must:
 - (a) Complete Item 1;
 - (b) Vote to accept or reject the Plan by checking the proper boxes in Item 2;
 - (c) Review the certifications in Item 3;
 - (d) Sign the Ballot; and
 - (e) Return the completed Ballot to the Balloting Agent in the postage prepaid, pre-addressed stamped envelope enclosed with this Ballot.
4. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.
5. If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, creditors should *not* surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Balloting Agent will accept delivery of such certificates or instruments surrendered together with a Ballot.
7. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a claim.
8. Sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. If you hold claims in more than one class under the Plan, you may receive more than one Ballot color coded for each different Class. Each Ballot votes only your claims indicated on that Ballot. Please complete and return each Ballot you receive.
10. If you receive a return envelope addressed directly to the Balloting Agent, please mail your Ballot so that it will be received by the Balloting Agent by the Voting Deadline.

PLEASE MAIL YOUR BALLOT PROMPTLY.
FACSIMILE TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE
VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF
THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE
BALLOTING AGENT AT 212-376-8900.

THE ADDRESS
(FOR OVERNIGHT MAIL AND HAND DELIVERY ONLY)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
70 EAST 55TH Street
New York, NY 10022

THE ADDRESS
(FOR FIRST CLASS MAIL)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
P. O. Box 5014
FDR Station
New York, NY 10150-5014



Exhibit F

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF
MATTRESS DISCOUNTERS CORPORATION AND T.J.B., INC.
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
BALLOT FOR VOTING 12-5/8% SENIOR NOTES
(CLASS 5: UNSECURED MD NOTES CLAIMS)**

CUSIP: 57722M-AB-4

Please read and follow the attached voting instructions carefully. If you are (i) a record holder and a beneficial holder or (ii) a beneficial holder who has been provided by its record holder with a prevalidated Ballot, of 12-5/8% Senior Notes Due 2007 (the "MD Notes") issued by Mattress Discounters Corporation ("MD"), please complete, sign and date this Ballot and promptly return it in the enclosed postage-paid, pre-addressed envelope to Bankruptcy Services, LLC, 70 East 55th Street, New York, NY 10022; Attention: Angharad Bowdler (the "Balloting Agent") so that it is received by 5:00 p.m., Eastern Time, on February 18, 2003, or such later date to which such date may be extended (the "Voting Deadline"). **If you are a beneficial holder and not a record holder and have not been provided with a prevalidated Ballot, please return this completed Ballot to your record holder or nominee early enough for your vote to be processed by such record holder or nominee and included on a Master Ballot to be delivered by your record holder to the Balloting Agent by the Voting Deadline.** If either this Ballot or a Master Ballot reflecting its contents (as the case may be) has not been received by the Balloting Agent by the Voting Deadline, your vote will not be counted.

Please use this Ballot to cast your vote to accept or reject the joint plan of reorganization (the "Plan") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") which is proposed by Mattress Discounters Corporation and T.J.B., Inc. ("TJB") (the "Debtors"). The Plan is Exhibit A to the Disclosure Statement, dated January 8, 2003 (the "Disclosure Statement"), which accompanies this Ballot.

You may not split your vote on the Plan. You must vote all MD Notes Claims that you own beneficially either to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5 of the Debtors' Plan. If you hold claims in other classes, you will receive a ballot for each other class in which you are entitled to vote.

ITEM 1. AGGREGATE PRINCIPAL AMOUNT OF MD NOTES. The undersigned certifies that as of January 6, 2003 (the "Record Date"), it was either the beneficial owner or the nominee of a beneficial owner of the MD Notes identified below. If this is a prevalidated Ballot, the undersigned record holder certifies that as of the Record Date it was the record holder or person acting by authority of the record holder for the MD Notes identified below. (Please use additional sheets of paper if necessary.)

BENEFICIAL OWNER'S ACCOUNT NUMBER	NAME OF CUSTODIAN BANK OR BROKER NOMINEE OF MD NOTES	PRINCIPAL AMOUNT OF MD NOTES VOTED
		\$
		\$
		\$

If you own MD Notes but they are held by a nominee on your behalf and you do not know the aggregate unpaid principal amount, please contact your nominee immediately.

ITEM 2. CLASS 5 (MD NOTES CLAIMS) VOTE.

(a) The beneficial owner of the aggregate principal amount of MD Notes set forth in Item 1 votes with respect to the proposed treatment of its Claim against MD with respect to the MD Notes Claims as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

(b) The beneficial owner of the aggregate principal amount of MD Notes set forth in Item 1 votes with respect to the proposed treatment of its Claim against TJB with respect to the MD Notes Claims as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

ITEM 3. IDENTIFY ALL OTHER MD NOTES VOTED. By returning this Ballot, the beneficial owner of the MD Notes identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the MD Notes owned by such beneficial owner, except for the MD Notes identified in the following table, and (b) *all* Ballots for MD Notes submitted by the beneficial owner indicate the same votes to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

OTHER ACCOUNT NUMBER	NAME OF CUSTODIAN BANK OR BROKER NOMINEE OF OTHER MD NOTES	PRINCIPAL AMOUNT OF OTHER MD NOTES VOTED
		\$
		\$
		\$

ITEM 4. **Certification.** By returning this Ballot, the beneficial owner of the MD Notes identified in Item 1 certifies that it:

(a) is either (i) the beneficial holder and record holder of the MD Notes to which this Ballot pertains or the beneficial holder who received this prevalidated Ballot from its record holder and is sending the Ballot directly to the Balloting Agent or (ii) the beneficial holder and not the record holder or the recipient of a prevalidated Ballot of the MD Notes to which this Ballot pertains and is sending this Ballot to the record holder or nominee for the undersigned with respect to the MD Notes to which this Ballot pertains, whom the beneficial owner hereby authorizes and instructs to (x) execute a Master Ballot reflecting this Ballot and (y) deliver such Master Ballot to its nominee or the Balloting Agent,

(b) has been provided with a copy of the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Disclosure Statement, and

(c) has not submitted any other Ballots relating to the MD Notes that are inconsistent with the votes as set forth in this Ballot or that, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name: _____
(Print or Type)

Social Security or
Federal Tax I.D. No.: _____
(Optional)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or an assertion of a claim.

IF THE ENCLOSED ENVELOPE IS ADDRESSED TO THE BALLOTING AGENT YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE BALLOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003, OR YOUR VOTE WILL NOT BE COUNTED. FACSIMILE TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED BY THE VOTING AGENT.

IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT BEFORE THE VOTING DEADLINE OR YOUR VOTE WILL NOT BE COUNTED. BENEFICIAL HOLDERS MAY RETURN BALLOTS BY FACSIMILE TRANSMISSION TO THEIR RECORD HOLDER OR NOMINEE IF SO INSTRUCTED

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT, AT 212-376-8900, ATTENTION: ANGHARAD BOWDLER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan.
2. Please read and follow these instructions carefully. Whether directly (if this Ballot has been prevalidated) or through the record holder or nominee to whom you otherwise must return this Ballot, your Ballot must be received by Bankruptcy Services, LLC, 70 E 55th Street, Floor 6, New York, NY 10022; Attention: Angharad Bowdler (the "Balloting Agent"), no later than 5:00 p.m., Eastern Time, on February 18, 2003 (the "Voting Deadline"), or your vote will not be counted. **Thus, if you are a beneficial holder, have not received a prevalidated Ballot from your record holder and you are not a record holder, you must submit your Ballot to your record holder or nominee in sufficient time for it to be tabulated and sent to the Balloting Agent by the Voting Deadline.**
3. **Voting Procedure for Prevalidated Ballots.** If you have received a Ballot from your record holder in which Item 1 has been filled in and the Ballot has been executed by the record holder, you must:
 - (a) Vote to accept or reject the Plan by checking the proper boxes in Item 2;
 - (b) Complete Item 3 (if applicable);
 - (c) Review the certifications contained in Item 4; and
 - (d) Return the completed Ballot to the Balloting Agent in the postage prepaid, pre-addressed stamped envelope enclosed with this Ballot.
4. **Voting Procedures for Non-Prevalidated Ballots.** If you have received a Ballot from your record holder or nominee which has not been signed by the record holder, you must:
 - (a) Complete Item 1;
 - (b) Vote to accept or reject the Plan by checking the proper boxes in Item 2;
 - (c) Complete Item 3 (if applicable);
 - (d) Review the certifications in Item 4;
 - (e) Sign the Ballot; and
 - (f) Return the completed Ballot to your record holder or nominee in the postage prepaid, pre-addressed stamped envelope enclosed with this Ballot in sufficient time so that such record holder or nominee can complete and submit a Master Ballot to the Balloting Agent prior to the Voting Deadline. Ballots may be returned to your record holder or nominee by facsimile transmission if so instructed by such record holder or nominee.
5. If you hold any MD Notes as a record holder for the beneficial holder of such notes, please call the Balloting Agent immediately. The Balloting Agent will provide you with a sufficient number of Ballots and copies of the Disclosure Statement for you to send to each beneficial holder of such notes and a Master Ballot that you may use to reflect the votes of such beneficial holder as indicated in the Ballots returned to you. You will still need to complete a Ballot for any MD Notes beneficially owned by you. If you are a record holder and wish to issue prevalidated Ballots, you should identify the MD Notes for which the Ballot is prevalidated by completing Item 1, sign the Ballot and forward the Ballot to the beneficial holder for completion.
6. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact either the Balloting Agent or the record holder or nominee through whom you hold MD Notes.
7. Make sure the information required by Item 1 and Item 3 has been inserted; if you do not know the amount of the MD Notes you own, please contact your record holder, nominee or the Balloting Agent.
8. If multiple Ballots are received from an individual holder of Claims with respect to the same Claims prior to the voting deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, creditors should *not* surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Balloting Agent will accept delivery of such certificates or instruments surrendered together with a Ballot. The remittance of your notes or other evidence of your claims for exchange pursuant to the Plan may only be made and will only be accepted pursuant to a letter of transmittal which will be furnished to you at a later date following confirmation of the Plan by the Bankruptcy Court.
10. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a claim.
11. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold claims in more than one class under the Plan, you may receive more than one Ballot color coded for each different Class. Each Ballot votes only your claims indicated on that Ballot. Please complete and return each Ballot you receive.
13. If you receive a return envelope addressed directly to the Balloting Agent, please mail your Ballot so that it will be received by the Balloting Agent by the Voting Deadline.
14. If you receive a return envelope addressed to a broker, bank, nominee, proxy intermediary or other record holder, you must return your Ballot to such broker, bank, nominee, proxy intermediary or other record holder early enough for your vote to be processed by such broker, bank, nominee, proxy, intermediary or other record holder and then forwarded to the Balloting Agent so that it is received by the Voting Deadline.

YOU MAY RETURN THIS BALLOT TO YOUR RECORD HOLDER OR NOMINEE BY
FACSIMILE TRANSMISSION IF SO INSTRUCTED

IF YOU ARE RETURNING A PREVALIDATED BALLOT, PLEASE MAIL YOUR BALLOT PROMPTLY.
FACSIMILE TRANSMISSION OF A PREVALIDATED BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE
VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF
THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE
BALLOTING AGENT AT 212-376-8900.

IF YOU ARE A RECORD HOLDER OR
SUBMITTING A PREVALIDATED BALLOT, THE ADDRESS
(FOR OVERNIGHT MAIL AND HAND DELIVERY ONLY)
OF THE BALLOTING AGENT IS:

BANKRUPTCY SERVICES, LLC
70 East 55th Street
New York, NY 10022

THE ADDRESS
(FOR FIRST CLASS MAIL)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
P. O. Box 5014
FDR Station
New York, NY 10150-5014



Exhibit G

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(GREENBELT DIVISION)**

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING JOINT
PLAN OF REORGANIZATION OF MATTRESS DISCOUNTERS CORPORATION and T.J.B., INC.
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
BALLOT FOR VOTING UNSECURED CLAIMS
(CLASS 5: UNSECURED CLAIMS OTHER THAN MD NOTES CLAIMS)**

Please use this Ballot to cast your vote to accept or reject the joint plan of reorganization (the "Plan") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") which is proposed by Mattress Discounters Corporation ("MD") and T.J.B., Inc. ("TJB"). The Plan is Exhibit A to the Disclosure Statement, dated January 8, 2003 (the "Disclosure Statement"), which accompanies this Ballot.

This Ballot should be used by holders of unsecured claims against the Debtors other than holders of MD Note Claims ("Unsecured Claims").

In order to vote to accept or reject the Plan, please complete, sign and date this Ballot and promptly return it in the enclosed postage pre-paid, pre-addressed envelope to Bankruptcy Services LLC, 70 East 55th Street, New York, NY 10022, attention: Angharad Bowdler (the "Balloting Agent") so that it is received by 5:00 p.m. Eastern time on February 18, 2003 or such later date to which such date may be extended (the "Voting Deadline").

You may not split your vote on the Plan. You must vote all Unsecured Claims of which you are a holder either to accept or reject the Plan. You may also elect to be treated as a holder of a Class 6 Convenience Claim by making the election provided for below. Also, if your claim is between \$10,000 and \$15,000, then your claim may be treated for all purposes as a Class 6 Convenience Claim, regardless of whether you elect such treatment below, in the event that the Debtors elect to increase the maximum amount permitted to be included as a Class 6 Convenience Claim (up to \$15,000) as the Debtors are permitted to do under the Plan. In the event your claim receives such treatment as a Class 6 Convenience Claim, then your vote will be counted as a vote in the Class 6 Convenience Class and not as a vote in Class 5.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Unsecured Claim has been placed in Class 5 of the Debtors' Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

ITEM 1. AMOUNT OF UNSECURED CLAIMS. The undersigned certifies that as of January 6, 2003 (the "Record Date"), it was the holder of Unsecured Claims in the amount set forth below.

Amount of Unsecured Claims
\$

ITEM 2. CLASS 5 (UNSECURED CLAIMS) VOTE. The holder of the aggregate amount of Unsecured Claims set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

- ☐ to ACCEPT the Plan
- ☐ to REJECT the Plan

ITEM 3. CLASS 6 CONVENIENCE CLASS ELECTION. The holder of the aggregate amount of Unsecured Claims set forth in Item 1 hereby:

- ☐ elects to irrevocably reduce its claim to the lesser of (i) the actual amount of its claim or (ii) the maximum amount of a claim permitted to be included in Class 6 and treated as a Class 6 Convenience Claim, such maximum amount being at least \$10,000 and potentially up to \$15,000 as may be determined by the Debtors.

ITEM 4. IDENTIFICATION OF PARTICULAR DEBTOR(S) OBLIGATED WITH RESPECT TO CLAIMS. The holder of the aggregate amount of Unsecured Claims set forth in Item 1 hereby identifies that it is, and hereby votes as, a creditor of the following Debtor(s):

- ☐ MD only.
- ☐ TJB only.
- ☐ MD and TJB.

ITEM 5. Certification. By signing this Ballot, the holder of the Unsecured Claims identified in Item 1 certifies that it:

- (a) is the beneficial holder of the Unsecured Claims to which this Ballot pertains,
- (b) has been provided with a copy of the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Disclosure Statement, and
- (c) has not submitted any other Ballots relating to the Unsecured Claims that are inconsistent with the votes as set forth in this Ballot or that, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name: _____
(Print or Type)

Social Security or
Federal Tax I.D. No.: _____
(Optional)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or an assertion of a claim.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE BALLOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003, OR YOUR VOTE WILL NOT BE COUNTED. FACSIMILE TRANSMISSION OF YOUR BALLOT IS NOT PERMITTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT, AT 212-376-8900, ATTENTION: ANGHARAD BOWDLER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined herein shall have the meaning ascribed to them in the Plan.
2. Please read and follow these instructions carefully. Your Ballot must be received by Bankruptcy Services, LLC, 70 East 55th Street, New York, NY 10022, Attention: Angharad Bowdler (the "Balloting Agent"), no later than 5:00 p.m., Eastern time, on February 18, 2003 (the "Voting Deadline"), or your vote will not be counted.
3. **Voting Procedures.** In order for your vote to count, you must:
 - (a) Complete Item 1;
 - (b) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
 - (c) Complete Item 3, if applicable;
 - (d) Complete Item 4;
 - (e) Review the certifications in Item 5;
 - (f) Sign the Ballot; and
 - (g) Return the completed Ballot to the Balloting Agent in the postage prepaid, pre-addressed stamped envelope enclosed with this Ballot.
4. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.
5. If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received by the Balloting Agent will supersede and revoke any earlier received Ballot.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.
7. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a claim.
8. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. If you hold claims in more than one class under the Plan, you may receive more than one Ballot color coded for each different Class. Each Ballot votes only your claims indicated on that Ballot. Please complete and return each Ballot you receive.
10. If you receive a return envelope addressed directly to the Balloting Agent, please mail your Ballot so that it will be received by the Balloting Agent by the Voting Deadline.

**PLEASE MAIL YOUR BALLOT PROMPTLY.
FACSIMILE TRANSMISSION OF YOUR BALLOT IS NOT PERMITTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE
VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF
THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE
BALLOTING AGENT AT 212-376-8900.

THE ADDRESS
(FOR OVERNIGHT MAIL AND HAND DELIVERY ONLY)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
70 EAST 55TH Street
New York, NY 10022

THE ADDRESS
(FOR FIRST CLASS MAIL)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
P. O. Box 5014
FDR Station
New York, NY 10150-5014

Exhibit H

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(GREENBELT DIVISION)**

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING JOINT
PLAN OF REORGANIZATION OF MATTRESS DISCOUNTERS CORPORATION and T.J.B., INC.
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
BALLOT FOR VOTING UNSECURED CLAIMS
(CLASS 6: CONVENIENCE CLAIMS)**

Please use this Ballot to cast your vote to accept or reject the joint plan of reorganization (the "Plan") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") which is proposed by Mattress Discounters Corporation ("MD") and T.J.B., Inc. ("TJB"). The Plan is Exhibit A to the Disclosure Statement, dated January 8, 2003 (the "Disclosure Statement"), which accompanies this Ballot.

This Ballot should be used by holders of unsecured claims against the Debtors which, according to the Debtors' books and records as of the Record Date, are in an amount equal to or less than \$10,000 ("Convenience Claims").

In order to vote to accept or reject the Plan, please complete, sign and date this Ballot and promptly return it in the enclosed postage pre-paid, pre-addressed envelope to Bankruptcy Services LLC, 70 East 55th Street, New York, NY 10022, attention: Angharad Bowdler (the "Balloting Agent") so that it is received by 5:00 p.m. Eastern time on February 18, 2003 or such later date to which such date may be extended (the "Voting Deadline").

You may not split your vote on the Plan. You must vote all Convenience Claims of which you are a holder either to accept or reject the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Convenience Claim has been placed in Class 6 of the Debtors' Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

ITEM 1. AMOUNT OF CONVENIENCE CLAIMS. The undersigned certifies that as of January 6, 2003 (the "Record Date"), it was the holder of Unsecured Claims in the amount set forth below.

Amount of Convenience Claims
\$

ITEM 2. CLASS 5 (UNSECURED CLAIMS) VOTE. The holder of the aggregate amount of Unsecured Claims set forth in Item 1 votes with respect to the proposed treatment of its Claim against the Debtors as follows (check one box only):

☐ to ACCEPT the Plan

☐ to REJECT the Plan

ITEM 3. IDENTIFICATION OF PARTICULAR DEBTOR(S) OBLIGATED WITH RESPECT TO CLAIMS. The holder of the aggregate amount of Unsecured Claims set forth in Item 1 hereby identifies that it is, and hereby votes as, a creditor of the following Debtor(s):

☐ MD only.

☐ TJB only.

☐ MD and TJB.

ITEM 4. **Certification.** By signing this Ballot, the holder of the Unsecured Claims identified in Item 1 certifies that it:

(a) is the beneficial holder of the Convenience Claims to which this Ballot pertains,

(b) has been provided with a copy of the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Disclosure Statement, and

(c) has not submitted any other Ballots relating to the Convenience Claims that are inconsistent with the votes as set forth in this Ballot or that, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote set forth herein.

Name: _____
(Print or Type)

Social Security or
Federal Tax I.D. No.: _____
(Optional)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or an assertion of a claim.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE BALLOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003, OR YOUR VOTE WILL NOT BE COUNTED. FACSIMILE TRANSMISSION OF YOUR BALLOT IS NOT PERMITTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU

NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS,
PLEASE CALL THE BALLOTING AGENT, AT 212-376-8900, ATTENTION: ANGHARAD BOWDLER.

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined herein shall have the meaning ascribed to them in the Plan.
2. Please read and follow these instructions carefully. Your Ballot must be received by Bankruptcy Services, LLC, 70 East 55th Street, New York, NY 10022, Attention: Angharad Bowdler (the "Balloting Agent"), no later than 5:00 p.m., Eastern time, on February 18, 2003 (the "Voting Deadline"), or your vote will not be counted.
3. **Voting Procedures.** In order for your vote to count, you must:
 - (a) Complete Item 1;
 - (b) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
 - (c) Complete Item 3;
 - (d) Review the certifications in Item 4;
 - (e) Sign the Ballot; and
 - (f) Return the completed Ballot to the Balloting Agent in the postage prepaid, pre-addressed stamped envelope enclosed with this Ballot.
4. If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.
5. If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received by the Balloting Agent will supersede and revoke any earlier received Ballot.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.
7. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a claim.
8. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. If you hold claims in more than one class under the Plan, you may receive more than one Ballot color coded for each different Class. Each Ballot votes only your claims indicated on that Ballot. Please complete and return each Ballot you receive.
10. If you receive a return envelope addressed directly to the Balloting Agent, please mail your Ballot so that it will be received by the Balloting Agent by the Voting Deadline.

**PLEASE MAIL YOUR BALLOT PROMPTLY.
FACSIMILE TRANSMISSION OF YOUR BALLOT IS NOT PERMITTED.**

**IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE
VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF
THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE
BALLOTING AGENT AT 212-376-8900.**

**THE ADDRESS
(FOR OVERNIGHT MAIL AND HAND DELIVERY)
OF THE BALLOTING AGENT IS:**

**BANKRUPTCY SERVICES LLC
70 EAST 55TH Street
New York, NY 10022**

THE ADDRESS
(FOR FIRST CLASS MAIL)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
P. O. Box 5014
FDR Station
New York, NY 10150-5014

Exhibit I

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No. 02-22330-DK

(Jointly Administered)

MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT
PLAN OF REORGANIZATION OF MATTRESS DISCOUNTERS CORPORATION AND T.J.B., INC.
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
MASTER BALLOT FOR VOTING 12-5/8% SENIOR NOTES
(CLASS 5: UNSECURED CLAIMS - MD NOTES CLAIMS)

CUSIP: 57722M-AB-4

THE VOTING DEADLINE BY WHICH YOUR MASTER BALLOT MUST BE **RECEIVED** BY BANKRUPTCY SERVICES, LLC, 70 E 55TH STREET, FLOOR 6, NEW YORK, NY 10022; ATTENTION: ANGHARAD BOWDLER (THE "BALLOTING AGENT") IS 5:00 P.M., EASTERN TIME ON FEBRUARY 18, 2003 (THE "VOTING DEADLINE"). IF YOUR MASTER BALLOT IS NOT RECEIVED ON OR BEFORE THE VOTING DEADLINE, THE VOTES TRANSMITTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee") that was a record holder as of January 6, 2003 (the "Record Date") or is acting by authority of such record holder, for beneficial owners of 12-5/8% Senior Notes due 2007 (the "MD" Notes") issued by Mattress Discounters Corporation or nominees of such beneficial holders for whom you are a nominee, to transmit the votes of such holders in respect of their MD Notes to accept or reject the Chapter 11 Joint Plan Of Reorganization of the Debtors identified in the above-captioned cases, (the "Plan") described in, and attached as Exhibit A to the Disclosure Statement, dated January 8, 2003 (the "Disclosure Statement") provided to you. Before you transmit such votes, please review the Disclosure Statement carefully.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the beneficial owners of the MD Notes for whom you are the Nominee if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of the Allowed Claims in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. To have the votes of the beneficial holders for whom you are the record holder or intermediate nominee count, you must complete, execute and timely return this Master Ballot.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED. FACSIMILE TRANSMISSION OF THIS MASTER BALLOT IS PERMITTED TO THE BALLOTING AGENT AT THE FACSIMILE NUMBER LISTED BELOW OR AS DIRECTED BY YOUR NOMINEE.

This Master Ballot may only be used to vote to accept or reject the Plan. This Master Ballot is being delivered to, and should only be used by a Nominee that was a record holder or intermediate Nominee as of January 6, 2003 (the "Record Date"), or is acting by authority of such record holder or intermediate Nominee and is casting votes on the Plan on behalf of beneficial holders. If a Nominee holds MD Notes as a beneficial holder, such Nominee should execute a Ballot with respect to such Claim or a Master Ballot.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the Record Date, the undersigned was the record holder or intermediate Nominee of and/or has full power and authority to execute and deliver this Master Ballot on behalf of such record holder(s) or intermediate Nominee(s) with respect to the MD Notes identified in Item 2 below.

Item 2. Class 5 (Unsecured Claims) Vote. The undersigned transmits the following votes of beneficial owners in respect of their MD Notes, and certifies that the following beneficial owners of MD Notes, as identified by their name or their respective customer account numbers set forth below, are beneficial owners of such securities as of the Record Date and have delivered (or have caused an intermediate Nominee to deliver) to the undersigned, as Nominee, Ballots casting such votes (the "MD Notes Ballots"). The information set forth below has been derived either from MD Notes Ballots delivered to the undersigned or from MD Notes Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned. (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note: Each beneficial owner must vote *all* of his, her, or its Class 5 claims (MD Unsecured Notes Claims) *either* to accept or reject the Plan, and may *not* split such vote.

Name or Customer Account Number for Each Beneficial Owner of MD Notes	Principal Amount of MD Notes Voted as to MD to ACCEPT the Plan		Principal Amount of MD Notes Voted as to MD to REJECT the Plan	Principal Amount of MD Notes Voted as to TJB to ACCEPT the Plan		Principal Amount of MD Notes Voted as to TJB to REJECT the Plan
1.	\$	or	\$	\$	or	\$
2.	\$		\$	\$		\$
3.	\$		\$	\$		\$
4.	\$		\$	\$		\$
5.	\$		\$	\$		\$
6.	\$		\$	\$		\$
7.	\$		\$	\$		\$
8.	\$		\$	\$		\$
9.	\$		\$	\$		\$
10.	\$		\$	\$		\$

TOTAL FOR ALL CLASS 5 (UNSECURED CLAIMS) BALLOTS

Total Number of Beneficial Owners Voting as to MD to ACCEPT the Plan	Total Number of Beneficial Owners Voting as to MD to REJECT the Plan	Total Principal Amount of MD Notes Voted as to MD to ACCEPT the Plan	Total Principal Amount of MD Notes Voted as to MD to REJECT the Plan	Total Number of Beneficial Owners Voting as to TJB to ACCEPT the Plan	Total Number of Beneficial Owners Voting as to TJB to REJECT the Plan	Total Principal Amount of MD Notes Voted as to TJB to ACCEPT the Plan	Total Principal Amount of MD Notes Voted as to TJB to REJECT the Plan
		\$	\$			\$	\$

Item 3. Certification As to Transcription of Information From Item 3 of the MD Note Ballot As to Other MD Notes Voted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by (i) beneficial owners in Item 3 of the MD Note Ballots, or (ii) intermediary Nominees in Item 3 of intermediary Master Ballots delivered to the undersigned summarizing information derived from Item 3 of MD Notes Ballots identifying any other MD Notes for which such beneficial owners have submitted other Ballots:

YOUR customer account number for each beneficial owner who completed Item 3 of the MD Note Ballot	TRANSCRIBE FROM ITEM 3 OF MD NOTE BALLOT OR MASTER BALLOT:		
	Account Number	Name of Custodian Bank or Broker Nominee of other MD Notes	Aggregate Principal Amount of Other MD Notes Voted
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that (i) each beneficial owner of MD Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, (ii) it has not provided prevalidated Ballots to the beneficial owners of MD Notes whose votes are being transmitted in this Master Ballot, and (iii) it has not submitted any other Master Ballots relating to MD Notes that are inconsistent with the votes to accept or reject the Plan as set forth in this Master Ballot or that if another Master Ballot was previously submitted, it either has been or is hereby revoked.

Attach the Ballots or Master Ballots you have received from the beneficial holders or intermediate Nominees, as applicable, or copies thereof or retain the Ballots or intermediate Master Ballots in your files for one year from the date hereof.

Name of Broker, Bank, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Broker, Bank,
or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

THIS MASTER BALLOT MUST BE RECEIVED BY THE BALLOTING AGENT BEFORE 5:00 P.M., EASTERN TIME, ON FEBRUARY 18, 2003, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

IF YOU ARE THE RECORD HOLDER AND ARE SUBMITTING THIS MASTER BALLOT BY FACSIMILE TRANSMISSION, PLEASE SEND IT TO (212) 376-8989, ATTENTION: ANGHARAD BOWDLER.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL BALLOTING AGENT, AT 212-376-8900.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE:

The Voting Deadline is 5:00 p.m., Eastern Time, on February 18, 2003, unless extended by order of the Bankruptcy Court. To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is received by Bankruptcy Services, LLC, 70 E 55th Street, Floor 6, New York, NY 10022; Attention: Angharad Bowdler, *on or before* the Voting Deadline. Master Ballots may be delivered to the Balloting Agent by facsimile transmission to (212) 376-8989.

HOW TO VOTE:

If you are a record holder or intermediate Nominee whose holders are also Nominees, you must send to each such Nominee a Master Ballot as well as a sufficient number of Ballots, Disclosure Statements and other materials requested to be forwarded so that such Nominee can deliver Ballots, Disclosure Statements and other voting materials to their respective beneficial holders.

If you are both the registered owner *and* beneficial owner of any principal amount of MD Notes and you wish to vote such MD Notes, you may complete, execute, and return to the Balloting Agent either a Ballot or a Master Ballot.

If you are neither a registered holder nor a beneficial holder, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.

If you are transmitting the votes of any beneficial owners of MD Notes other than yourself, you may either:

1. Complete and execute (other than Items 2 and 3) the Ballot and deliver to the beneficial owner such "prevalidated" Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Balloting Agent so as to be received before the Voting Deadline;

OR

2. For any Ballots you do not "prevalidate":

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan, and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to your Nominee or the Balloting Agent before the Voting Deadline; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Indicate the votes to accept or reject the Plan in Item 2 of this Master Ballot, as transmitted to you by the beneficial owners of MD Notes or by intermediate Nominees summarizing the votes of beneficial owners. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL HIS, HER, OR ITS MD NOTES EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE BALLOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner or which impermissibly attempts to split a vote will not be counted;
- b. Calculate (i) the total number of beneficial owners who have voted to accept or reject the Plan and (ii) the aggregate principal amount of MD Notes voted to accept or reject the Plan. Insert the results of these calculations in the appropriate location in the table entitled "Total For All Class 5 (Unsecured Claims) Ballots" in Item 2;

- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner or intermediate Nominee from Item 3 of each completed Ballot or intermediate Master Ballot, as applicable, relating to other MD Notes voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Balloting Agent or your Nominee to arrange for delivery or facsimile transmission of the completed Master Ballot; and
- h. Deliver the completed, executed Master Ballot so that it is actually *received* by the Balloting Agent on or before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner or Master Ballot returned to you by an intermediate Nominee, either forward such Ballot or Master Ballot, or a copy thereof, (along with your Master Ballot) to your Nominee or the Balloting Agent or retain such Ballot or Master Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. The Balloting Agent will not accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtors following confirmation of the Plan by the Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed a proof of claim or an assertion of a claim.

No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. We will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of MD Notes held by you as a nominee or in a fiduciary capacity.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

PLEASE MAIL YOUR BALLOT PROMPTLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT 212-376-8900.

**THE ADDRESS
(FOR OVERNIGHT MAIL AND HAND DELIVERY ONLY)
OF THE BALLOTING AGENT IS:**

**BANKRUPTCY SERVICES LLC
70 East 55TH Street
New York, NY 10022**

THE ADDRESS
(FOR FIRST CLASS MAIL)
OF THE BALLOTING AGENT IS:

MATTRESS DISCOUNTERS BALLOT PROCESSING
c/o BANKRUPTCY SERVICES LLC
P. O. Box 5014
FDR Station
New York, NY 10150-5014

THE FAX NUMBER FOR RECORD HOLDERS SUBMITTING A MASTER BALLOT ONLY IS (212) 376-8989.